

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF WEST VIRGINIA

THE KAY COMPANY, LLC,
WILLIAM CATHER, Trustee
of Diana Goff Cather Trusts,
and JAMES E. HAMRIC III,
and all other persons and
entities similarly situated,

Plaintiffs,

v.

Case No. 1:13-CV-151
Honorable John Preston Bailey

EQT PRODUCTION COMPANY,
a Pennsylvania corporation;
EQT CORPORATION,
a Pennsylvania corporation;
EQT ENERGY, LLC, a
Delaware limited liability company;
EQT INVESTMENTS HOLDINGS, LLC, a
Delaware limited liability company,
EQT GATHERING, LLC, a
Delaware limited liability company; and
EQT MIDSTREAM PARTNERS, LP,
a Delaware limited partnership,

Defendants.

**ORDER GRANTING PLAINTIFFS' MOTION TO FILE SETTLEMENT
AGREEMENT AND NOTICE TEMPORARILY UNDER SEAL**

Plaintiffs, by counsel, moved the Court to enter an order granting plaintiffs leave to file the Settlement Agreement (**Exhibit A**) and Notice to Class (**Exhibit B, including B1-B4**) temporarily under seal subject to any regulatory or other legal requirement of EQT to disclose or make public the documents as set forth below:

Plaintiffs contend that due to the complex nature of the subject matter of this litigation and the settlement terms, plaintiffs have heretofore filed the settlement terms under seal with the Court on December 13, 2018. (Doc 737). The plaintiffs now move the Court to file the final, full Settlement Agreement and the proposed Notice to Class, temporarily under seal. Plaintiffs request and move

the Court to grant the motion that the complex agreement remain temporarily under seal until after the following events:

1. Appointment of the notice expert;
2. The Court's approval of the notice to the class;
3. The Court has preliminarily approved the settlement and has approved of the class administrator and until the administrator has established a website and have personnel to be prepared and assigned to respond to the class' questions, if any; and
4. The Settlement Administrator has posted the Settlement Agreement and the Long Form Notice on the website and the Agreement and Notice is made available to the public for viewing.

The Court finds that the terms and conditions of the settlement will be clearer and more understandable to the class by following the above procedure and will be in the best interest of the class.

The Court also finds that EQT shall retain the right to publicly disclose the agreement regardless of when the Court acts on the Agreement and /or the Class Administrator uploads the Settlement Agreement to its website under the following situations:

1. Regardless of when the Court acts and the Claims Administrator uploads the Settlement Agreement, EQT will issue its press release no later than February 13, 2019;
2. If EQT gets media inquiries about the settlement prior to the preliminary approval of the Settlement Agreement and/or the uploading of the Settlement Agreement to the Claims Administrator's website, which call for disclosure, it may issue its press release at a time required to be disclosed; and

3. EQT may issue its press release or other terms of the settlement if required to do so by law - for example if the SEC would indicate it needs to make a disclosure.

Conclusion

It is therefore Ordered that subject to the above, Plaintiffs may file the Settlement Agreement and Notice to Class temporarily under seal until it is determined whether the Court finds that the agreement satisfies the requirements of F.R.C.P. 23 and preliminarily approves the agreement to be provided to the class.

Dated: 2-7-2019

Approved by:

/s/ Marvin W. Masters
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Honorable John P. Bailey
Judge, United States District Court

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